

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 19641-A FILED

May 14, 1998

MAY 21 '98

9-34 AM

MAY 17 1998

SUNBELT CEMENT, INC.

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) original copies and two (2) photocopies of an Amendment Dated September 5, 1997 to Memorandum of Lease Agreement dated as of August 1, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of August 1, 1995 which was duly filed and recorded on October 3, 1995 and assigned Recordation Number 19641.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Sunbelt Cement, Inc.
2625 South 19th Avenue
Phoenix, Arizona 85009

Mr. Vernon A. Williams

May 14, 1998

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A description of the railroad equipment covered by the enclosed document is:

Delete four railcars and add seven additional railcars for a total of twenty-nine (29) 100-ton, 2,970 cubic-foot covered hopper railcars bearing marks and numbers as per the equipment list attached to the Memorandum.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated September 5, 1997 to Memorandum of Lease Agreement dated as of August 1, 1995 between Greenbrier Railcar, Inc. Lessor, and Sunbelt Cement, Inc., Lessee, deleting four railcars and adding seven additional railcars for a total of twenty-nine (29) 100-ton, 2,970 cubic-foot covered hopper railcars bearing marks and numbers as per the equipment list attached to the Memorandum.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

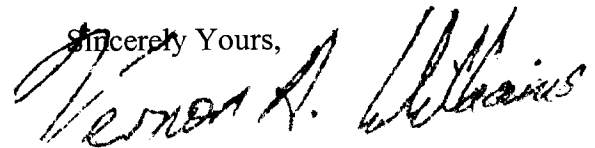
DATE: 5/21/98

Janet E. Johnson
The Greenbrier Companies
One Centerpointe Drive, Ste. 200
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/21/98 at 9:34AM, and
assigned recordation number(s). 19641-A and 19641-B.

Sincerely Yours,



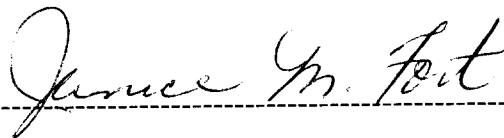
Vernon A. Williams

Enclosure(s)

52.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 19641-A FILED

MAY 21 '98

9-34 AM

AMENDMENT DATED SEPTEMBER 5, 1997

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

SUNBELT CEMENT, INC. ("LESSEE")

AUGUST 1, 1995

Amendment dated as of September 5, 1997 to MEMORANDUM OF LEASE made and entered into as of August 1, 1995 by and between Greenbrier Railcar, Inc., a Delaware corporation ("Lessor") and Sunbelt Cement, Inc., a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of twenty-six (26) 100-ton, 2,970 cubic-foot covered hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by deleting four of the railcars and adding seven additional railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-nine (29) 100-ton, 2,970 cubic-foot covered hopper railcars bearing marks and numbers as per the attached Equipment List."
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

GREENBRIER RAILCAR, INC.

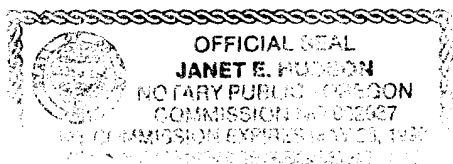
BY: Norman M. Webb
TITLE: Vice President

SUNBELT CEMENT, INC.

BY: William T. Bayne
TITLE: Logistics Manager

STATE OF OREGON)
County of Clackamas) ss.

On this 30th day of April, 199⁸, before me personally appeared Nerriss M. Webb to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Susan E. Hudson
Notary Public for Oregon
My commission expires: 5/28/98

STATE OF CALIFORNIA)
) ss.
County of SAN BERNARDINO)

On this 28 day of APRIL, 1997, before me personally appeared William T BAYES to me personally known, who being by me duly sworn, says that he is the Logistics Manager of SUNBELT CEMENT, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Karen L. Jones
Notary Public for
My commission expires: 1-16-99

EQUIPMENT LIST

MELX 490139
MELX 490169
MELX 490176
MELX 490195
MELX 490204
MELX 490208
MELX 490213
MELX 490215
MELX 490251
MELX 490297
MELX 490313
MELX 490314
MELX 490327
MELX 490336
MELX 490344

MELX 490346
MELX 490383
MELX 490390
MELX 490397
MELX 490423
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MELX 490469
MELX 490474
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